

Exhibit G



FORM DEF 14A

UTSTARCOM INC - UTSI

Filed: April 02, 2003 (period: May 09, 2003)

Official notification to shareholders of matters to be brought to a vote (Proxy)

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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

UTSTARCOM, INC.

(Name of Registrant as Specified In Its Charter)

UTSTARCOM, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11
 (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

UTSTARCOM, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 9, 2003**

To The Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of UTStarcom, Inc. (the "Company"), a Delaware

corporation, will be held on May 9, 2003 at 10:00 a.m., local time, at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, for the following purposes:

1. To elect two Class III directors to serve for a term expiring on the date on which the Annual Meeting of Stockholders is held in the year 2006.
2. To ratify and approve the appointment of PricewaterhouseCoopers LLP as the independent public accountants of the Company for the fiscal year ending December 31, 2003.
3. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on March 10, 2003 are entitled to notice of and to vote at the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. However, to assure your representation at the Annual Meeting, you are urged to complete, sign and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope enclosed for that purpose. Any stockholder attending the Annual Meeting may vote in person even if he or she returned a proxy.

By Order of the Board of Directors

Michael J. Sophie
Assistant Secretary

Alameda, California
April 3, 2003

YOUR VOTE IS IMPORTANT

To assure your representation at the Annual Meeting, you are requested to complete, sign and date the enclosed proxy as promptly as possible and return it in the enclosed envelope, which requires no postage if mailed in the United States.

UTSTARCOM, INC.

PROXY STATEMENT

INFORMATION CONCERNING SOLICITATION AND VOTING

General

The enclosed Proxy is solicited on behalf of the Board of Directors of UTStarcom, Inc. (the "Company") for use at the Annual Meeting of Stockholders to be held May 9, 2003 at 10:00 a.m., local time (the "Annual Meeting"), or at any adjournment or postponement thereof, for the purposes set forth in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621. The Company's telephone number at that location is (510) 635-5000.

These proxy solicitation materials and the Company's Annual Report to Stockholders for the year ended December 31, 2002 were mailed on or about April 3, 2003 to all stockholders entitled to vote at the Annual Meeting.

Record Date and Voting Securities

Only stockholders of record at the close of business on March 10, 2003 are entitled to notice of and to vote at the Annual Meeting. As of March 10, 2003, 107,069,482 shares of the Company's common stock were issued and outstanding. No shares of the Company's preferred stock were outstanding.

Revocability of Proxies

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Assistant Secretary of the Company at the Company's principal executive offices located at 1275 Harbor Bay Parkway, Alameda, California 94502, a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person. The mere presence at the Annual Meeting of a stockholder who has appointed a proxy will not revoke the prior appointment. If not revoked, the proxy will be voted at the Annual Meeting in accordance with the instructions indicated on the proxy card, or if no instructions are indicated, will be voted FOR the slate of directors described herein, FOR Proposal Two, and as to any other matter that may properly be brought before the Annual Meeting, in accordance with the judgment of the proxy holders.

Voting and Solicitation

Each stockholder is entitled to one vote for each share of common stock on all matters presented at the Annual Meeting. Stockholders do not have the right to cumulate their votes in the election of directors.



FORM DEF 14A

UTSTARCOM INC - UTSI

Filed: August 22, 2003 (period: September 24, 2003)

Official notification to shareholders of matters to be brought to a vote (Proxy)

[QuickLinks](#) -- Click here to rapidly navigate through this document

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

UTSTARCOM, INC.

(Name of Registrant as Specified in Its Charter)

UTSTARCOM, INC.

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
- (1) Title of each class of securities to which transactions applies:
- (2) Aggregate number of securities to which transactions applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing party:
- (4) Date filed:



August 22, 2003

Dear Stockholder:

Stockholders of record as of August 15, 2003 are encouraged to vote on the enclosed proposal, which amends the Company's Thirteenth Amended and Restated Certificate of Incorporation, to increase the total number of authorized shares of the Company's common stock to permit us to declare and pay a stock dividend and to have authorized but unissued shares available for various corporate activities. The Board of Directors approved, in its meeting dated July 15, 2003, the amendment of the Company's Thirteenth Amended and Restated Certificate of Incorporation and established, by a unanimous written consent dated August 4, 2003, a Stock Dividend Committee with the authority to declare a stock dividend upon approval of the amendment by the stockholders.

Accordingly, the Board of Directors encourages stockholders to vote FOR this proposal.

I urge you to sign, date and promptly return the enclosed proxy in the enclosed postage-paid envelope.

To complete this vote, the Company will hold a special meeting of stockholders on September 24, 2003 at 10:00 a.m., local time, at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621.

If you decide to attend this special meeting and vote in person, you will of course have that opportunity.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of the Company.

Sincerely,

/s/ HONG LIANG LU

Hong Liang Lu
President, Chief Executive Officer and
Chairman of the Board of Directors

UTSTARCOM, INC.
August 22, 2003

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held September 24, 2003

To The Stockholders of UTStarcom, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders (the "**Special Meeting**") of UTStarcom, Inc. (the "**Company**"), a Delaware corporation, will be held on September 24, 2003 at 10:00 a.m., local time, at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, for the following purposes:

1. To consider and vote upon a proposed amendment to the Company's Thirteenth Amended and Restated Certificate of Incorporation to increase the authorized common stock, par value \$0.00125 per share, of the Company from 250,000,000 shares to 750,000,000 shares; and
2. To transact such other business as may properly come before the Special Meeting and any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record at the close of business on August 15, 2003 are entitled to notice of, and to vote at, the Special Meeting.

All stockholders are cordially invited to attend the Special Meeting in person. However, to assure your representation at the Special Meeting, you are urged to complete, sign and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope enclosed for that purpose.

By Order of the Board of Directors

/s/ MICHAEL J. SOPHIE

Michael J. Sophie
Assistant Secretary

Alameda, California
August 22, 2003

YOUR VOTE IS IMPORTANT



FORM DEF 14A

UTSTARCOM INC - UTSI

Filed: April 07, 2004 (period: May 14, 2004)

Official notification to shareholders of matters to be brought to a vote (Proxy)

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UTSTARCOM, INC.

(Name of Registrant as Specified In Its Charter)

UTSTARCOM, INC.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- _____
- (4) Date Filed:
- _____

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



April 12, 2004

Dear Stockholder:

You are cordially invited to attend the 2004 annual meeting of stockholders of UTStarcom, Inc. (the "**Company**") to be at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, on Friday, May 14, 2004 at 10:00 a.m., Pacific Daylight Time. Enclosed are a notice to stockholders, a proxy statement describing the business to be transacted at the meeting, and a proxy card for use in voting at the meeting.

At the annual meeting, you will be asked to vote on the important matters described in detail in the notice of the 2004 annual meeting and proxy statement accompanying this letter. There also will be an opportunity for you to ask questions and receive information about the business of the Company.

Included with the proxy statement is a copy of the Company's annual report to stockholders. We encourage you to read the annual report. It includes information on the Company's operations as well as the Company's audited financial statements.

Please take this opportunity to participate in the affairs of the Company by voting on the business to come before this meeting. **WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING.** Returning the proxy card does not deprive you of your right to attend the meeting and to vote your shares in person.

We look forward to seeing you at the meeting.

Sincerely,

Hong Liang Lu
*President and Chief Executive Officer and
Chairman of the Board of Directors*

YOUR VOTE IS IMPORTANT. PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE ENCLOSED ENVELOPE WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING. IF YOU ATTEND THE MEETING AND DESIRE TO WITHDRAW YOUR PROXY, YOU MAY VOTE IN PERSON AND YOUR PROXY WILL BE WITHDRAWN.

UTSTARCOM, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 14, 2004**

To The Stockholders:

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders (the "**Annual Meeting**") of UTStarcom, Inc. (the "**Company**"), a Delaware corporation, will be held on May 14, 2004 at 10:00 a.m., local time, at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, for the following purposes:

1. To elect two Class I directors to serve for a term expiring on the date on which the annual meeting of stockholders is held in the year 2007.
2. To ratify and approve the appointment of PricewaterhouseCoopers LLP as the independent public accountants of the Company for the fiscal year ending December 31, 2004.
3. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice.

Please note the change of the Annual Meeting date from May 7, 2004, as disclosed in the Company's Form 10-K filed for the fiscal year ending December 31, 2003, to May 14, 2004. Only stockholders of record at the close of business on March 29, 2004 are entitled to notice of and to vote at the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. However, to assure your representation at the Annual Meeting, you are urged to complete, sign and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope enclosed for that purpose. Any stockholder



FORM DEF 14A

UTSTARCOM INC - UTSI

Filed: April 18, 2005 (period: May 13, 2005)

Official notification to shareholders of matters to be brought to a vote (Proxy)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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- (4) Date Filed: _____

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April 18, 2005

Dear Stockholder:

You are cordially invited to attend the 2005 annual meeting of stockholders of UTStarcom, Inc. (the "Company") to be held at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, on Friday, May 13, 2005 at 10:00 a.m., Pacific Daylight Time. Enclosed are a notice of annual meeting of stockholders, a proxy statement describing the business to be transacted at the meeting, and a proxy card for use in voting at the meeting.

At the annual meeting, you will be asked to vote on the important matters described in detail in the notice of annual meeting of stockholders and proxy statement accompanying this letter. There also will be an opportunity for you to ask questions and receive information about the business of the Company.

Included with the proxy statement is a copy of the Company's annual report to stockholders. We encourage you to read the annual report. It includes information on the Company's operations as well as the Company's audited financial statements.

Please take this opportunity to participate in the affairs of the Company by voting on the business to come before this meeting. **WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND PROMPTLY RETURN THE ACCOMPANYING PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE MEETING.** Returning the proxy card does not deprive you of your right to attend the meeting and to vote your shares in person.

We look forward to seeing you at the meeting.

Sincerely,

Hong Liang Lu
*President, Chief Executive Officer and
Chairman of the Board of Directors*

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FORM DEF 14A

UTSTARCOM INC - UTSI

Filed: June 16, 2006 (period: July 21, 2006)

Official notification to shareholders of matters to be brought to a vote (Proxy)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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- (3) Filing Party:
- _____

(4) Date Filed:



June 21, 2006

Dear Stockholder:

You are cordially invited to attend the 2006 annual meeting of stockholders of UTStarcom, Inc. (the "**Company**") to be held at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, on Friday, July 21, 2006 at 10:00 a.m., Pacific Daylight Time. Enclosed are a notice of annual meeting of stockholders, a proxy statement describing the business to be transacted at the meeting, and a proxy card for use in voting at the meeting.

At the annual meeting, you will be asked to vote on the important matters described in detail in the notice of annual meeting of stockholders and proxy statement accompanying this letter. There also will be an opportunity for you to ask questions and receive information about the business of the Company.

Included with the proxy statement is a copy of the Company's annual report to stockholders. We encourage you to read the annual report. It includes information on the Company's operations as well as the Company's audited financial statements.

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We look forward to seeing you at the meeting.

Sincerely,

/s/ HONG LIANG LU

Hong Liang Lu
*President, Chief Executive Officer and
Chairman of the Board of Directors*

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FORM DEFA14A

UTSTARCOM INC - UTSI

Filed: June 21, 2006 (period:)

Additional proxy soliciting materials - definitive

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

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UTSTARCOM, INC.

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- _____

(4) Date Filed:

EXPLANATORY NOTE

Pursuant to this Amendment No. 1 to the Proxy Statement, the definitive proxy statement on Schedule 14A as filed with the Securities & Exchange Commission on June 16, 2006 (the "**Proxy Statement**") is being amended to update certain information relating to director compensation and related-party transactions approved by the Board of Directors of UTStarcom, Inc. on June 20, 2006. The Proxy Statement is being re-filed in its entirety, as amended.



June 21, 2006

Dear Stockholder:

You are cordially invited to attend the 2006 annual meeting of stockholders of UTStarcom, Inc. (the "**Company**") to be held at the Hilton Oakland Airport, 1 Hegenberger Road, Oakland, California 94621, on Friday, July 21, 2006 at 10:00 a.m., Pacific Daylight Time. Enclosed are a notice of annual meeting of stockholders, a proxy statement describing the business to be transacted at the meeting, and a proxy card for use in voting at the meeting.

At the annual meeting, you will be asked to vote on the important matters described in detail in the notice of annual meeting of stockholders and proxy statement accompanying this letter. There also will be an opportunity for you to ask questions and receive information about the business of the Company.

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We look forward to seeing you at the meeting.

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Hong Liang Lu
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